

18859-Z
DEC 29 1994
MK RAIL CORPORATION

BILL OF SALE

MK RAIL CORPORATION (the "Manufacturer"), for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPTC Trust No. 1994-2 [redesignated SPT 1994-C]), dated as of January 15, 1994, between Shawmut and PMCC Leasing Corporation and as amended by First Amendment dated June 29, 1994, and as amended by Second Amendment dated September 29, 1994 (Shawmut, in such capacity, the "Buyer"), the equipment more particularly described on the attached Schedule 1, which schedule is incorporated herein by this reference.

The Manufacturer hereby warrants to the Buyer, its successors and assigns, that the Manufacturer is the sole owner of the Units; that the Units are newly remanufactured, and that title thereto, hereby vested in the Buyer, is free and clear from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever, and the Manufacturer agrees with the Buyer, and its successors and assigns, that the Manufacturer will warrant and defend such title forever against all claims and demands arising by, through or under the Manufacturer.

IN WITNESS WHEREOF, MK Rail Corporation has caused this instrument to be executed on its behalf by its Senior Vice President-Finance, Secretary and Treasurer of MK Rail Corporation who is thereunto duly authorized this 29 day of December, 1994.

MK RAIL CORPORATION

By: 

James P. O'Donnell
Senior Vice President-Finance,
Secretary and Treasurer

SCHEDULE 1

UNITS

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
45	Remanufactured SD4OM-2 Locomotives	SP8608-SP8617, Inclusive; SP8661; SP8663; SP8665-SP8669, Inclusive; SP8671- SP8682, Inclusive; SP8683-SP8688, Inclusive; SP8697- SP8700, Inclusive; and SP8701-SP8706, Inclusive

CERTIFICATION

I, KARL MORELL, have compared this copy to the original Bill of Sale, dated as of December 29 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Karl Morell
Karl Morell
December 29, 1994